

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JJF)
) Jointly Administered
Debtors.)

Objection Deadline October 1, 2001 at 4:00 p.m.
Hearing Date: (negative notice) TBD if necessary

**NOTICE OF STIPULATION AND AGREEMENT
BETWEEN THE DEBTORS AND AON CONSULTING, INC.**

TO: Parties required to receive notice pursuant to Del. Bankr. LR 2002-1.

On September 13, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Stipulation and Agreement Between the Debtors and AON Consulting, Inc.* (the “Stipulation”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Bankruptcy Court”). The

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Stipulation between and among the Debtors and AON Consulting, Inc. ("AON") provides that the parties agree that AON is not a "professional person" as that term is used by the courts interpreting the Bankruptcy Code, and, therefore, that AON need not be employed in the these chapter 11 cases as a professional nor file fee applications for compensation and reimbursement of expenses in connection with services provided to the Debtors post-petition. A true and correct copy of the Stipulation is attached hereto.

Objections and other responses to the Stipulation, if any, must be in writing and be filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801, no later than 4:00 p.m. Eastern Time on October 1, 2001. Such objection or response must specify the grounds therefore.

Any objections or other responses to the Stipulation, if any, must also be served so that they are received not later than October 1, 2001 at 4:00 p.m. Eastern Time, by (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, IL 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Suite 2313, Lockbox 35, Wilmington, DE 19801 (fax number 302-573-6497); and (iii) counsel for AON, Barry D. Kleban, Esquire, Adelman Lavine Gold and Levin, P.C., Two Penn Center Plaza, Suite 1900, Philadelphia, PA 19102-1799 (fax number 215-557-7922).

IF NO OBJECTIONS ARE TIMELY FILED AND SERVED IN

ACCORDANCE WITH THIS NOTICE, THE COURT MAY APPROVE THE STIPULATION WITHOUT FURTHER NOTICE OR HEARING.


IN THE EVENT THAT ANY OBJECTION OR RESPONSE IS FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, A HEARING WILL BE CONDUCTED BEFORE THE HONORABLE JOSEPH J. FARNAN, JR. AT THE COURT'S EARLIEST CONVENIENCE. THE DEBTORS WILL NOTICE ANY OBJECTING PARTIES OF SUCH HEARING DATE.

Dated: September 13, 2001

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